

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

I believe I am an original, first and sole inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled **PLATFORM FOR MARKET PROGRAMS AND TRADING PROGRAMS**, the specification of which is attached hereto.

I hereby state that I have reviewed and understand the contents of the above-identified specification. I acknowledge the duty to disclose all information known to me that is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, § 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

NONE

I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, § 112, I acknowledge the duty to disclose all information known to me to be material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

NONE

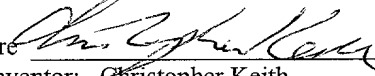
I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

I hereby appoint the following attorney with full power of substitution and revocation, to prosecute said application, to make alterations and amendments therein, to receive the patent, and to transact all business in the Patent and Trademark Office connected therewith:

Brenda Pomerance

Reg. No. 36,894

Please address all correspondence and calls to **Brenda Pomerance, 260 West 52 St. Apt. 27B, New York, New York 10019, (212) 245-3940.**

Inventor's signature  Date 3-5-01

Full name of 1st inventor: Christopher Keith

Residence: 105 Hudson Street Apt. 5S, New York, NY 10013

Citizenship: U.S.

Post Office Address: same as residence

ASSIGNMENT

For value received, I, Christopher Keith, of New York, New York in the county of New York, hereby sell, assign and transfer to ExchangeLab, Inc., a corporation of the State of New York, having an office at 145 Hudson Street, New York, New York 10013 (hereafter "ASSIGNEE"), and its successors, assigns and legal representatives, the entire right, title and interest, for the United States of America, in and to certain inventions related to PLATFORM FOR MARKET PROGRAMS AND TRADING PROGRAMS described in an application for Letters Patent of the United States filed herewith, and for all the rights and privileges in said application and under any and all Letters Patent that may be granted in the United States for said inventions; and I also concurrently hereby sell, assign and transfer to ASSIGNEE the entire right, title and interest in and to said inventions for all countries foreign to the United States, including all rights of priority arising from the aforesaid application, and all the rights and privileges under any and all forms of protection, including Letters Patent, that may be granted in said countries foreign to the United States for said inventions.

I authorize ASSIGNEE to make application for such protection in its own name and maintain such protection in any and all countries foreign to the United States, and to invoke and claim for any application for patent or other form of protection for said inventions, without further authorization from me, any and all benefits, including the right of priority provided by any and all treaties, conventions or agreements.

I hereby consent that a copy of this document shall be deemed a full legal and formal equivalent of any document that may be required in any country in proof of the right of ASSIGNEE to apply for patent or other form of protection for said inventions and to claim the aforesaid benefit of the right of priority.

I request that any and all patents for said inventions be issued to ASSIGNEE in the United States and in all countries foreign to the United States, or to such nominees as ASSIGNEE may designate.

I agree that, when requested, I shall, without charge to ASSIGNEE but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient in connection with said applications, patents, or other forms of protection.

Date: March 5, 2001

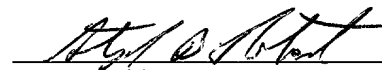

Christopher Keith

United States of America)

State of New York) ss.:

County of New York)

On this 5 day of March, 2001, before me personally came Christopher Keith, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.


Notary Public

STEPHEN B. ROBERTS
Notary Public, State of New York
No. 4612037
Qualified in Westchester County
Term Expires November 30, 2001